

**EXHIBIT 1**

**ARTICLES OF INCORPORATION AND  
CERTIFICATE OF AUTHORITY**

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
TELSTAR INTERNATIONAL, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 18TH  
day of MAY A.D. 2001 and of  
the Independence of the United States the two  
hundred and 25TH .



*Jesse White*

Secretary of State

Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

MAY 18 2001

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 5-18-01  
License Fee \$  
Franchise Tax \$ 25.00  
Filing fee 75.00  
Penalties \$  
Approved: \$100.00

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: TELSTAR INTERNATIONAL, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: NEW YORK  
(b) Date of Incorporation: 5/16/95  
(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located: 1 NORTH BROADWAY  
WHITE PLAINS NEW YORK  
10601  
(b) Address of principal office in Illinois:  
(If none, so state) NONE

4. Name and address of the registered agent and registered office in Illinois.  
Registered Agent NATIONAL REGISTERED AGENTS, INC.  
First Name Middle Name Last Name  
Registered Office 208 SOUTH LA SALLE STREET 1855  
Number Street Suite #  
CHICAGO 60604 COOK  
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
NY, TX, FL, CT

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	CONSTANTIN BARBULESCU	6 BALTIMORE DRIVE	PURCHASE	NY	10577
Secretary	MENACHEM ASH	874 E. 14TH ST	BROOKLYN	NY	11230
Director	DORU PASCARU	73 BENSON AVENUE	WESTWOOD	NJ	07675
Director	JOSEPH GURIGLIA				
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

TO PROVIDE TELECOMMUNICATIONS SERVICES

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		None	200	0

9. Paid-in Capital: \$ 100,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 2.5 million
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 75 million GROSS REVENUES
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 10,000.00

11. Interrogatories: (Important -- this section must be completed.) PLEASE SEE EXHIBIT A.

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:  
(b) Number of shares of all classes owned by residents of Illinois:  
(c) Number of shares of all classes owned by non-residents of Illinois:  
(d) Is the corporation transacting business in this state at this time?  
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 2/14/01  
(Month & Day) (Year)

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

MENACHEM ASH, SECRETARY & GENERAL COUNSEL  
(Type or Print Name and Title)

TELESTAR INTERNATIONAL, INC.  
(Exact Name of Corporation)

[Signature]  
(Signature of President or Vice President)

CONSTANTIN V. BARBOULESCU, CEO & PRESIDENT  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**Exhibit A**

**Telstar International, Inc.'s Responses to Interrogatories**

Interrogatory No. 11 (a): Office or Offices to which all contracts with the Corporation are forwarded for final acceptance:

Answer: Telstar International, Inc.  
1 North Broadway  
White Plains, New York 10601

Interrogatory No. 11(b): Number of shares of all classes owned by residents of Illinois:

Answer: None

Interrogatory No. 11(c): Number of shares of all classes owned by non-residents of Illinois:

Answer: 100

Interrogatory No. 11(d): Is the Corporation transacting business in this state at this time?

Answer: No

Interrogatory No. 11(e): If the answer to item 11 (d) is yes, state the exact date on which it commenced to transact business in Illinois.

Answer: Not Applicable.

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

Witness my hand and seal of the Department of State on

OCT 19 2001



A handwritten signature in black ink, appearing to read "J. H. ...", followed by a long horizontal line.

*Special Deputy Secretary of State*

950518000323

DIV-11

CERTIFICATE OF INCORPORATION OF

TELSTAR INTERNATIONAL, INC.

under Section 402 of the Business Corporation Law

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

(1) The name of the Corporation is:

TELSTAR INTERNATIONAL, INC.

(2) The purpose or purposes for which the Corporation is formed are as follows, to wit:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

To serve in an advisory, managerial and consultative capacity to individuals and to establish and maintain bureaus, departments and laboratories for use of construction materials, financial, investment, industrial, statistical, inventory and other research work.

To act as public relations and research counsellors, analysts and promoters, salespersons, merchandising and industrial counsellors, investment, business and credit consultants, and in connection therewith to render management, research and technical services to persons, firms, corporations and others in connection with their relations with associates, stockholders, government officials and agencies, and the general public, and any person or special group.

To investigate systems, methods and controls of manufacturing, plant operations, packing, storing, shipping, marketing, inventories, accounting and other integral operations to any and all types of businesses and to make recommendations, revise, adapt, modernize and establish economies to effect industrial and managerial efficiency, and in connection therewith to take over the entire operation and business of any type of industry or other forms of endeavor and to do all such things and to perform all such services as may be necessary to carry out the foregoing purposes.

To devise, develop, create, inaugurate and contract for the establishment, installation, sale and rental of systems, methods and controls for efficient operation and management of industrial manufacturing, mercantile, commercial or other business concerns, firms, partnerships, associations and corporations and to provide,

make available and furnish maintenance and supervision.

To manufacture, buy, sell, import, export and generally deal in and with, at either wholesale or retail any and all satellite television, television and communication products and devices, broadcasting system, film production and the servicing thereof.

So far as authorized by the law under which this certificate is drawn; to examine and inspect the books and accounts of others; to devise and install financial, checking, payroll, correspondence, filing and other office and business systems; to take inventories; make appraisals; to compile statistics as an aid to the officers of corporations and other persons in making reports and statements; to do all such things and perform or supply all such services as are commonly done, performed or supplied by research analysts, abstract companies, business management experts and consultants. To warranty the accuracy of the work done or services performed by the Corporation; but not to engage in the practice of accounting, as defined by the New York State Education Department.

Directly, or through ownership of stock in any corporation, to purchase, lease, rent, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, motels, stores, offices, warehouses, mills, shops, factories and plants and all structures and erections of any description on any lands owned, held, rented or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, rent, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, alienate or otherwise dispose of any such real estate and property, and any interest therein.

To acquire by purchase, lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the corporation.

To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of real and personal property, tax liens and transfers of tax liens on real estate.

To make, enter into, perform and arrange for carrying out, contracts for constructing; building, altering, improving and repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with building



contractors, property owners and others, for said purpose.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares and bonds, debentures, notes, scrip, securities, evidences of indebtedness contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any State, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

To purchase, exchange or otherwise acquire, invest in, own, devise, invent, manufacture, produce, fabricate, assemble, store, transport, install, service, maintain, alter, repair, distribute, sell, exchange, trade, encumber, assign, transfer or otherwise dispose of, import, export, license as licensor or licensee, lease as lessor or lessee, enter into contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other rights in respect of, and otherwise deal in and with, at wholesale and/or retail, for any use or purpose, whether as principal, agent, broker, factor, merchant, distributor, jobber, advisor of in any other lawful capacity, any and all kinds of goods, wares, merchandise, commodities, manufactured articles, raw materials, metals, animal and plant products, substances and other unimproved, improved, finished and processed articles and real, personal and mixed property of every kind and description, and generally to conduct a mercantile, industrial, investing and trading business, in all its branches, and such other business or businesses as may be incidental or advantageous thereto.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges

granted or permitted to a corporation by such statute.

(3) The office of the Corporation is to be located in the County of Westchester, State of New York.

(4) The aggregate number, class and par value of shares which the corporation shall have authority to issue shall be two hundred (200) shares, all of which are to be without par value, of the same class and all of which hereby are designated as common stock.

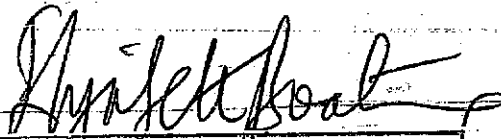
(5) The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of such process served upon him is:

C/O The Corporation  
25 Rockledge Avenue, Suite 1118  
White Plains, New York 10601

(6) The Corporation, to the fullest extent permitted by Sections 722, 723 and 724 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Sections from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Sections. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

(7) The personal liability of any Director of the Corporation to the Corporation itself, or to its Shareholders, for damages for any breach of duty in such capacity is hereby eliminated; except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such Director establishes that his acts or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or that his acts violated Section 719 of the Business Corporation Law.

IN WITNESS WHEREOF, I have signed this Certificate on this 16th day of May, 1995, and affirm the statements contained herein as true, under penalties of perjury.



Elizabeth Boateng, Incorporator

177 A Washington Avenue  
Albany, New York 12210



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DIV-11

CERTIFICATE OF INCORPORATION OF  
TELSTAR INTERNATIONAL, INC.

under Section 402 of the Business Corporation Law

STATE OF NEW YORK  
DEPARTMENT OF STATE

MAY 18 1995

FILED  
TAX \$ 10  
BY: KPM West

RECEIVED  
Mar 18 11 08 AM '95

*[Handwritten signature]*

Filed by: Isidor D. Friedenberg, Esq.

2 Cara Drive  
Suffern, New York 10901

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